

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM313471

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GEMINOSE, LLC		06/04/2014	LTD LIAB JT ST CO: CALIFORNIA
RECEIVING PARTY DATA			
Name:	GEMINOSE, INC.		
Street Address:	224 North Barrington Avenue		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90049		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	85610373	NIMMY	
Serial Number:	85575824	SMUDGE	
Serial Number:	85967505	GEMINOSE	
Serial Number:	85575828	TOPAZ TIGER	
Serial Number:	85559287	DIAMOND DOG	
CORRESPONDENCE DATA			
Fax Number:	8668605320		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3109910065		
Email:	sharona@candlaw.com		
Correspondent Name:	Sharona Ghodsian Katan, Esq.		
Address Line 1:	10866 Wilshire Boulevard, Suite 970		
Address Line 4:	Los Angeles, CALIFORNIA 90024		
NAME OF SUBMITTER:	Sharona Ghodsian Katan		
SIGNATURE:	/Sharona Ghodsian Katan/		
DATE SIGNED:	08/08/2014		
Total Attachments: 5			
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FILED *EL*
Secretary of State
State of California

JUN 04 2014

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ARTICLES OF INCORPORATION WITH STATEMENT OF
CONVERSION
OF
GEMINOSE, INC.

I.

The name of the Corporation is **Geminose, Inc.**, (the "**Corporation**").

II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The total number of shares of all classes of stock which this Corporation is authorized to issue is fifteen million (15,000,000) shares of Common Stock, ("**Common Stock**") and five million (5,000,000) shares of Preferred Stock, of which (a) 2,000,000 shares are designated Series A Preferred Stock ("**Series A Preferred Stock**") and (b) 3,000,000 shares are designated Series B Preferred Stock ("**Series B Preferred Stock**," and together the Series A Preferred Stock and the Series B Preferred Stock sometimes referred to herein individually or collectively as the "**Preferred Stock**"). The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions, granted to or imposed upon any wholly unissued series of Preferred Stock, and within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

The rights, preferences, privileges, restrictions and other matters relating to the Common Stock and the Preferred Stock are as follows:

A. COMMON STOCK

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges provided herein.

2. Voting.

(a) Common Stock. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

3. Liquidation Rights.

(a) Common Stock. In the event of the voluntary or involuntary liquidation, dissolution, winding up or bankruptcy of the Corporation, or the sale in a single transaction or a series of related transactions of all or substantially all of the Corporation's assets (a "*Liquidation Event*"), the holders of Common Stock then outstanding shall be entitled, on a pari passu basis to be paid out of the assets of the Corporation available for distribution to its shareholders, after payment of the liquidation preference to the holders of the Preferred Stock. If upon any such Liquidation Event, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of the Common Stock the full amount to which they shall be entitled under this Section A3(a), the holders of the Common Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

B. PREFERRED STOCK

1. Dividend Rights. Holders of Preferred Stock, in parity with the holders of the Common Stock, shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the same rate as the Common Stock on each outstanding share of Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). Such dividends shall be payable only when, as and if declared by the Board of Directors and shall be non-cumulative.

2. Voting.

(a) Series A Preferred Stock. Except as otherwise required by law, each outstanding share of Series A Preferred Stock shall not be entitled to vote on any matter on which the shareholders of the Corporation shall be entitled to vote. Except as otherwise required by law, in the event the holders of Series A Preferred Stock are required by law to vote on a given matter, then all shares of Series A Preferred Stock entitled to vote shall vote together with the shares of Preferred Stock entitled to vote, as a single class, and each holder of shares of Series A Preferred Stock entitled to vote shall be entitled to one vote for each share of Series A Preferred Stock held by such holder. The shares of Series A Preferred Stock shall not be included in determining the number of shares voting or entitled to vote on any such matter, unless required by law.

(b) Series B Preferred Stock. Except as otherwise required by law, each outstanding share of Series B Preferred Stock shall not be entitled to vote on any matter on which the shareholders of the Corporation shall be entitled to vote. Except as otherwise required by law, in the event the holders of Series B Preferred Stock are required by law to vote on a

given matter, then all shares of Series B Preferred Stock entitled to vote shall vote together with the shares of Preferred Stock entitled to vote, as a single class, and each holder of shares of Series B Preferred Stock entitled to vote shall be entitled to one vote for each share of Series B Preferred Stock held by such holder. The shares of Preferred Stock shall not be included in determining the number of shares voting or entitled to vote on any such matter, unless required by law.

3. Liquidation Rights.

(a) Series A Preferred Stock. In the event of a Liquidation Event, the holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders before any payment shall be made to the holders of Series B Preferred Stock or the Common Stock, the amount of One Dollar (\$1) per share. If upon any such Liquidation Event, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of Series A Preferred Stock the full amount to which they shall be entitled under this Section B3(a), the holders of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) Series B Preferred Stock. In the event of any Liquidation Event, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders after the payment of the liquidation preference to the holders of Series A Preferred Stock but before any payment shall be made to the holders of the Common Stock, the amount of One Dollar (\$1) per share. If upon any such Liquidation Event, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of Series B Preferred Stock the full amount to which they shall be entitled under this Section B3(b), the holders of Series B Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(c) Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any Liquidation Event shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation, without attributing any discount for lack of liquidity or lack of control or any similar matter or any transfer or other contractual or other restrictions applicable thereto.

IV

The name of the converting California limited liability company is Geminose, LLC. The limited liability company's California Secretary of State file number is 201018310124. The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under California Corporations Code section 17710.03. There is one class of members entitled to vote and the percentage vote required is a majority in

interest of the members. The limited liability company is converting into a California stock corporation.

V

The corporate business and mailing address in the State of California of this corporation is:

224 N. Barrington Ave.
Los Angeles, CA 90049

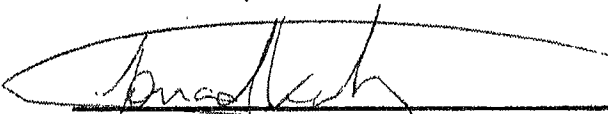
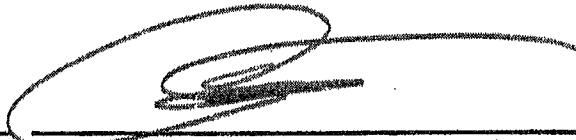
VI

The name and address in the State of California of this corporation's initial agent for service of process is:

Fouad Katan
224 N. Barrington Ave.
Los Angeles, CA 90049

I declare I am the person who executed this instrument, which execution is my act and deed.

Dated: June 4, 2014


Fouad Katan, Member of Geminose, LLC and
Incorporator
Constantino Lazouras, Member of Geminose,
LLC and Incorporator



I hereby certify that the foregoing
transcript of 4 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JUN - 4 2014

Date: _____ *CMC*

Debra Bowen

DEBRA BOWEN, Secretary of State

TRADEMARK

RECORDED: 08/08/2014

REEL: 005340 FRAME: 0280